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and Certain of Its Affiliates*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re : Chapter 11 Case No.
: :
LEHMAN BROTHERS HOLDINGS INC., *et al.* : 08-13555 (SCC)
: :
Debtors. : (Jointly Administered)
----- X

**CERTIFICATE OF NO OBJECTION UNDER 28 U.S.C. § 1746 REGARDING THE
MOTION OF THE PLAN ADMINISTRATOR IN AID OF EXECUTION OF THE
PLAN TO ESTABLISH A DEADLINE FOR FILING OFAC CERTIFICATIONS
AND FOR APPROVAL OF RELATED PROCEDURES**

TO THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the Second Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures [ECF No. 9635] (the "Second Amended Case Management Order"), the undersigned hereby certifies as follows:

1. On April 21, 2015, Lehman Brothers Holdings Inc. (the "Plan Administrator"), as Plan Administrator under the *Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors*, filed the Motion of the Plan Administrator in Aid of Execution of the Plan to Establish a Deadline for Filing OFAC

Certifications and for Approval of Related Procedures [ECF No. 49277] (the “Motion”) with the Court for hearing.

2. In accordance with the Second Amended Case Management Order, the Plan Administrator established a deadline (the “Response Deadline”) for parties to object or file responses to the Motion. The Response Deadline was set for April 28, 2015 at 4:00 p.m. The Second Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on or prior to the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, no responsive pleadings to the Motion have been (a) filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Second Amended Case Management Order, or (b) served on counsel to the Plan Administrator.

4. Accordingly, the Plan Administrator respectfully requests that the proposed order granting the Motion annexed hereto as Exhibit A, which is unmodified since the filing of the Motion, be entered in accordance with the procedures described in the Second Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: May 6, 2015
New York, New York

/s/ Garret A. Fail
Garrett A. Fail

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Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

Chapter 11

Case No. 08-13555 (SCC)

(Jointly Administered)

**ORDER ESTABLISHING DEADLINE FOR FILING OFAC
CERTIFICATION AND APPROVING RELATED PROCEDURES**

Upon the motion (the “Motion”) dated April 21, 2015 of Lehman Brothers Holdings Inc. (“LBHI”), as Plan Administrator (the “Plan Administrator”) under the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors (the “Plan”),¹ pursuant to, *inter alia*, section 14.1(e) of the Plan and sections 105(a) and 1142 of title 11 of the United States Code (the “Bankruptcy Code”), to establish a deadline and related procedures for filing certifications in the form annexed hereto as Exhibit 1 (such certification, an “OFAC Certification”) and to approve the form and manner of notice of such deadline, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and a hearing having been held to consider the relief requested in the Motion; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted to the extent provided herein; and it is further

ORDERED that **September 4, 2015** is established as the deadline (the “OFAC Certification Deadline”) for all holders of OFAC Claims other than holders of OFAC Claims that are known by the Plan Administrator to be prohibited from receiving Distributions pursuant to OFAC regulations (each, a “Prohibited Claimant”) to provide a completed OFAC Certification to the Plan Administrator in accordance with this Order; and it is further

ORDERED that an executed OFAC Certification may be provided to the Plan Administrator (i) by mail at Lehman Brothers Holdings Claims Processing, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5076, New York, NY 10150-5076 (if by first-class mail) or Epiq Bankruptcy Solutions, LLC, Attn: Lehman Brothers Holdings Inc., 757 Third Avenue, 3rd Floor, New York, NY 10017 (if by hand delivery or overnight mail) or (ii) by email at LBHI-Noticing@epiqsystems.com, so as to be received on or before the OFAC Certification Deadline; and it is further

ORDERED that, if an executed OFAC Certification is not received by the OFAC Certification Deadline by holders of OFAC Claims other than Prohibited Claimants, (a) the non-compliant holder (and its successors and assigns) shall be forever barred, estopped, and enjoined from asserting any right to Distributions against the Debtors payable on account of its OFAC Claims for the first through seventh Distributions (the “Forfeited Distributions”), (b) the Debtors shall be forever discharged from any and all indebtedness or liability with respect to the first

through seventh Distributions on account of the Forfeited Distributions, and (c) the Forfeited Distributions shall revert to the applicable Debtor and become Available Cash for distribution to other holders of Allowed Claims against such Debtor in accordance with the Plan; and it is further

ORDERED the OFAC Procedures described in the Motion are approved such that if a holder of an OFAC Claim (other than a Prohibited Claimant) fails to submit an OFAC Certification within 180 days of a mailing by Epiq requesting such certification, (a) the non-compliant holder (and its successors and assigns) shall be forever barred, estopped, and enjoined from asserting any right to Distributions payable on account of its OFAC Claims for the applicable Distribution referred to in the notice, (b) the Debtors shall be forever discharged from any and all indebtedness or liability with respect to the applicable Distribution on account of the OFAC Claims for which an executed OFAC Certification is not timely received, and (c) the applicable Distribution amount shall be deemed a Forfeited Distribution that shall revert to the applicable Debtor and become Available Cash for distribution to other holders of Allowed Claims against such Debtor in accordance with the Plan; and it is further

ORDERED that the Plan Administrator is authorized to retain any Distributions payable to Prohibited Claimants and treat such Distributions as “blocked” in accordance with OFAC regulations or pending further guidance from OFAC; and it is further

ORDERED that notice of the entry of this Order and of the OFAC Certification Deadline substantially in the form attached as Exhibit 2 hereto (the “OFAC Certification Deadline Notice”) is approved in all respects and shall be deemed good, adequate, and sufficient notice if it is served by deposit in the United States mail, first class postage prepaid, within seven business days of entry of this Order upon all record holders of OFAC Claims; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: _____, 2015
New York, New York

HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

CERTIFICATION REGARDING STATUS
OFAC Certification

Creditor Name:

Claim Number(s):

I, the undersigned, am the above-referenced creditor, or an authorized signatory for the above-referenced creditor (the “Creditor”), and hereby certify that neither the Creditor nor, to the best of the Creditor’s knowledge, any person or entity for whom the Creditor may be acting or who may be the beneficial owner of the applicable claim(s), security/(ies), or interest(s) is a person or entity with whom it is illegal for a U.S. person to transact under the Office of Foreign Assets Control (“OFAC”) sanctions laws and regulations and the list of Specially Designated Nationals and Blocked Persons.

Dated: _____

Signature

Print Name

Title (if applicable)

Exhibit 2

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

Chapter 11

Case No. 08-13555 (SCC)

(Jointly Administered)

NOTICE OF DEADLINE FOR FILING OFAC CERTIFICATION

You are receiving this notice because you have not submitted a certification (an “OFAC Certification”) to the Plan Administrator confirming that neither you nor any person for which you may be acting or who may be the beneficial holder of proof of claim number(s) [_____] against Lehman Brothers Holdings Inc. or its affiliated chapter 11 debtors (the “Debtors”) is a person or entity with whom it is illegal for a U.S. person to transact pursuant to regulations issued by the Office of Foreign Assets Control.

PLEASE TAKE NOTICE THAT, pursuant to an order of the United States Bankruptcy Court for the Southern District of New York (the “Court”), **September 4, 2015** (the “OFAC Certification Deadline”) is the last date that you may timely file the OFAC Certification with the Plan Administrator in order to receive any Distribution made to date or reserved on account of your claims.

A copy of the required OFAC Certification is attached to this notice.

1. WHEN AND HOW TO FILE OFAC CERTIFICATION

An OFAC Certification may be provided to the Plan Administrator by mail at:

If by first-class mail:

Lehman Brothers Holdings Claims Processing
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5076
New York, NY 10150-5076

If by Hand Delivery or Overnight mail:

Epiq Bankruptcy Solutions, LLC
Attn: Lehman Brothers Holdings Inc.
757 Third Avenue, 3rd Floor
New York, NY 10017

or

electronic mail to:

LBHI-Noticing@epiqsystems.com

In order to be accepted, the OFAC Certification must be received by the Plan Administrator on or before the OFAC Certification Deadline Order.

2. CONSEQUENCES OF FAILURE TO FILE AN OFAC CERTIFICATION IN ACCORDANCE WITH THESE PROCEDURES

Any entity that fails to provide the OFAC Certification on or before the OFAC Certification Deadline will be forever barred, estopped, and enjoined from asserting, and shall forever forfeit, any right to receive Distributions¹ previously made on account of any claim against any of the Debtors.

Entities receiving this notice should consult an attorney with any questions regarding this notice.

Dated: _____, 2015
New York, New York

BY ORDER OF THE COURT

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Garrett A. Fail

Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates

¹ Capitalized terms not otherwise defined herein shall have the meaning given them in the *Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliate Debtors* (ECF No. 23023, Ex. A).